

WYATT, TARRANT & COMBS

1500 NASHVILLE CITY CENTER

511 UNION STREET

NASHVILLE, TENNESSEE 37210-1750

REC'D TN

REGULATORY AUTH.

615 244-0020

FAX: 615 256-1726

'00 FEB 29 PM 1 53

OFFICE OF THE
EXECUTIVE SECRETARY

CITIZENS PLAZA
LOUISVILLE, KY 40202-2898
502 589-5235

1700 LEXINGTON FINANCIAL CENTER
LEXINGTON, KY 40507-1746
606 233-2012

TAYLOR-SCOTT BUILDING
FRANKFORT, KY 40601-1807
502 223-2104

ELSBY BUILDING
NEW ALBANY, IN 47150-3440
812 945-3561

29 MUSIC SQUARE EAST
NASHVILLE, TN 37203-4322
615 255-6161

313 E. MAIN STREET, SUITE 1
HENDERSONVILLE, TN 37075-2546
615 822-8822

6800 POPLAR AVENUE, SUITE 200
MEMPHIS, TN 38138-7445
901 537-1000

WRITER'S DIRECT DIAL NUMBER

615 251-6713
kwalkup@wyattfirm.com

February 29, 2000

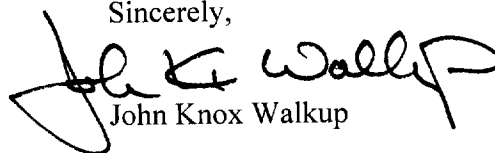
Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

In re: **Application of Memphis Networkx, LLC, for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L"), for Approval of Agreement between MLGW and A&L regarding Joint Ownership of Memphis Networkx, LLC, TRA Docket No. 99-00909**

Dear Mr. Waddell:

Enclosed please find the Response of Memphis Networkx, LLC, Memphis Light Gas and Water Division, and A&L Networks-Tennessee, LLC to the Petition to Intervene of Concord Telephone Exchange, Inc., Humphreys County Telephone Company, Tellico Telephone Company, Inc., and Tennessee Telephone Company, all wholly-owned subsidiaries of TDS TELECOM.

Sincerely,



John Knox Walkup

JKW/maw

45146804.1

POSTED
2-29-00

REC'D TN
REGULATORY AUTH.
BEFORE THE TENNESSEE REGULATORY AUTHORITY
AT NASHVILLE, TENNESSEE

FILED 29 PM 1 53

IN RE: APPLICATION OF MEMPHIS NETWORKX, LLC, FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE INTRA-STATE TELECOMMUNICATION SERVICES AND JOINT PETITION OF MEMPHIS LIGHT GAS & WATER DIVISION, A DIVISION OF THE CITY OF MEMPHIS, TENNESSEE ("MLGW") AND A&L NETWORKS-TENNESSEE, LLC ("A&L"), FOR APPROVAL OF AGREEMENT BETWEEN MLGW AND A&L REGARDING JOINT OWNERSHIP OF MEMPHIS NETWORKX, LLC

DOCKET NO. 99-00909

RESPONSE TO PETITION TO INTERVENE OF
CONCORD TELEPHONE EXCHANGE, INC., HUMPHREYS COUNTY
TELEPHONE COMPANY, TELICO TELEPHONE COMPANY, INC.
AND TENNESSEE TELEPHONE COMPANY

COMES now Memphis Networkx, LLC, Memphis Light Gas and Water Division, and A&L Networks - Tennessee, LLC ("Applicant/Petitioners") and in response to the Petition of Concord Telephone Exchange, Inc., Humphreys County Telephone Company, Tellico Telephone Company, Inc., and Tennessee Telephone Company, all wholly-owned subsidiaries of TDS TELECOM (collectively "Intervenors"), Applicant/Petitioners state as follows:

1. The Intervenors filed and gave notice of their Petition to Intervene on February 23, 2000.
2. On February 8, 2000, a Notice was issued by the Tennessee Regulatory Authority that a pre-hearing conference was scheduled for Thursday, February 17, 2000 at 1:30 p.m. and that "any party desiring to participate in this pre-hearing conference must file a Motion to Intervene and a List of Proposed Issues not later than Tuesday, February 15, 2000 at 12:00 noon."

POSTED
2-29-00

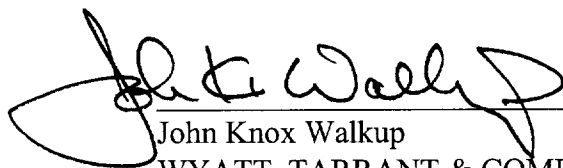
3. A pre-hearing conference was held on February 17, 2000. A second day of the pre-hearing conference was held on Tuesday, February 22, 2000 at 1:30 p.m.

4. At those pre-hearing conferences the parties and the hearing officer developed and agreed upon a schedule including a hearing date of March 29-30, 2000. The parties also agreed upon five issues to be considered in the proceeding and decided that differences in two other issues be resolved by the pre-hearing officer. Furthermore, the parties have agreed upon a protective order.

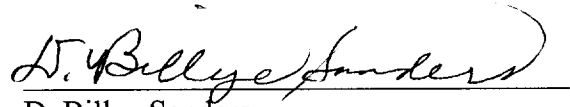
5. Any intervention at this time that has the effect of causing a change in the scheduling order, the list of issues, or the protective order would not serve the interest of justice and would impair the orderly and prompt conduct of the proceedings.

6. The Tennessee Regulatory Authority has authority to condition an intervenor's participation in a proceeding, including limitations as to issues, scheduling, and protective orders where, as here, such matters have been developed by the parties and the pre-hearing officer prior to the filing of the petition to intervene. T.C.A. 4-5-310.

THEREFORE, for the foregoing reasons, Applicant/Petitioners respectfully request that the TRA condition the granting of intervention of the Intervenors upon their being limited in their participation to the previously developed scheduling order, issues list and protective order.



John Knox Walkup
WYATT, TARRANT & COMBS
1500 Nashville City Center
511 Union Street
Nashville, Tennessee 37219

A handwritten signature in cursive script, reading "D. Billye Sanders", positioned above a horizontal line.

D. Billye Sanders

WALLER LANSDEN DORTCH & DAVIS PLLC

511 Union Street

Nashville, Tennessee 37219

Attorneys for Memphis Networx, LLC,
Memphis Light Gas Water Division and
A&L Networks - Tennessee

CERTIFICATE OF SERVICE

I hereby certify that I have served a true and exact copy of the foregoing **Response to the Petition to Intervene** by U.S. mail, postage prepaid, on February 29, 2000 upon the following:

L. Vincent Williams, Esq.
Office of Consumer Advocate
425 Fifth Avenue North
Nashville, Tennessee 37242
**Attorney for the Office of
the Consumer Advocate**

Guy M. Hicks, Esq.
Patrick W. Turner, Esq.
BellSouth Telecommunications, Inc.
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
**Attorneys for BellSouth
Telecommunications, Inc.**

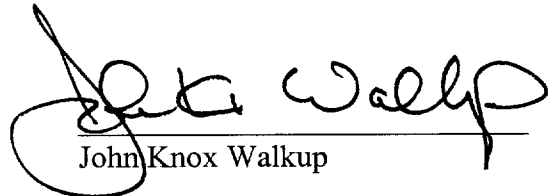
J. Maxwell Williams
Charlotte Knight Griffin
Memphis Light Gas & Water
220 South Main Street
Memphis, Tennessee 38103
Attorneys for Memphis Light Gas & Water

Charles B. Welch, Jr.
Farris, Mathews, Branan,
Bobango & Hellen, PLC
618 Church Street, Suite 300
Nashville, Tennessee 37219
Attorney for Time Warner, Inc.

Richard Collier, Esq.
General Counsel
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Henry Walker, Esq.
Boult, Cummings, Conners & Berry PLC
414 Union Street, Suite 1600
Nashville, Tennessee 37219-8062
Attorney for NextLink

R. Dale Grimes, Esq.
Bass, Berry & Sims
2700 First American Center
Nashville, Tennessee 37238
**Attorney for Concord Telephone Exchange,
Humphreys County Telephone
Company, Tellico Telephone Company,
Inc., and Tennessee Telephone
Company**


John Knox Walkup